

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LIGHTSQUARED INC., *et al.*,

Debtors.¹

)
) Chapter 11
)

) Case No. 12-12080 (SCC)
)

) Jointly Administered
)

**DECLARATION OF DISINTERESTEDNESS OF
COVINGTON & BURLING LLP IN SUPPORT OF RETENTION AS
ORDINARY COURSE PROFESSIONAL**

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct:

1. I am a partner of Covington & Burling LLP located at Washington, D.C. (the “Firm”).
2. LightSquared Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned Chapter 11 Cases (the “Chapter 11 Cases”), have requested that the Firm provide legal services with respect to LightSquared’s spectrum regulatory matters, and the Firm has consented to provide such services. I submit this declaration of disinterestedness (the “Declaration”) in support of the Debtors’ retention and employment of the Firm, and in accordance with the Order Authorizing Debtors’ Retention and

¹ The debtors in threes Chapter 11 Cases, along with the last four digits of each debtor’s federal or foreign tax or registration identification number, are: LightSquared Inc. (8845), LightSquared Investors Holdings Inc. (0984), One Dot Four Corp. (8806), One Dot Six Corp. (8763), SkyTerra Rollup LLC (N/A), TMI Communications Delaware, Limited Partnership (4456), LightSquared GP Inc. (6190), LightSquared LP (3801), ATC Technologies, LLC (3432), LightSquared Corp (1361), LightSquared Finance Co. (6962), LightSquared Network LLC (1750), LightSquared Inc. of Virginia (9725), LightSquared Subsidiary LLC (9821), LightSquared Bermuda Ltd. (7247), SkyTerra Holdings (Canada) Inc. (0631), SkyTerra (Canada) Inc. (0629) and One Dot Six TVCC Corp. (0040). The location of the debtors’ corporate headquarters is 10802 Parkridge Ave., Reston, Virginia 20191.

Compensation of Certain Professionals Utilized in the Ordinary Course of Business [Docket No. 123] (the "OCP Order").

3. In matters unrelated to these Chapter 11 Cases, the Firm may have performed services in the past, may currently perform services and may perform services in the future for persons that are parties in interest in these Chapter 11 Cases. The Firm does not perform services for any such person in connection with these Chapter 11 Cases, or have any relationship with any person, their attorney, or accountants that would be adverse to the Debtors or estates.

4. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be retained by the Debtors, claimants, and parties in interest in these Chapter 11 Cases.

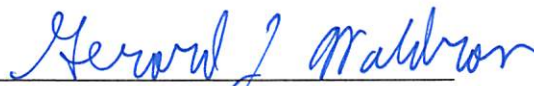
5. Neither I nor any principal, partner, director, or officer of, or professional retained by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any person other than the principal and regular employees of the Firm.

6. Neither I nor any principal, partner, director, or officer of, or professional retained by, the Firm, insofar as I have been able to ascertain, holds, or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Firm is to be retained.

7. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors. Upon the conclusion of such inquiry, or at any time during the period of its retention, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Executed on:

Date: June 10, 2014




Name: Gerard J. Waldron
Title: Partner

CERTIFICATE OF SERVICE

I hereby certify that on June 10, 2014, I have caused a true and correct copy of the foregoing (as well as a copy of the Retention Questionnaire (as defined in the OCP Order) to be served by overnight delivery upon the following:

1. Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005
Attention: Matthew S. Barr, Esq. and Karen Gartenberg, Esq.
2. Office of the United States Trustee for the Southern District of New York
33 Whitehall Street, 21st Floor
New York, NY 10004
Attn: Susan Golden, Esq.
3. Akin Gump Strauss Hauer & Feld LLP
One Bryant Park, New York, NY 10036
Attn: Michael S. Stamer, Esq. and Philip C. Dublin, Esq.
4. Latham & Watkins LLP
885 Third Avenue, New York, NY 10022
Attn: Melissa S. Alwang, Esq.



Paul Swain

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
LIGHTSQUARED INC., <i>et al.</i> ,)	
)	Case No. 12-12080 (SCC)
Debtors. ¹)	Joint Administration Requested
)	

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED BY LIGHTSQUARED INC. OR
ANY OF ITS DEBTOR SUBSIDIARIES (collectively, the "Debtors")

DO NOT FILE THIS QUESTIONNAIRE WITH THE COURT.
RETURN IT FOR FILING BY THE DEBTORS, TO:

Milbank, Tweed, Hadley & McCloy LLP
One Chase Manhattan Plaza
New York, NY 10005-1413
Attn: Matthew S. Barr, Esq.
Karen Gartenberg, Esq.

All questions **must** be answered. Please use "none," "not applicable" or "N/A," as appropriate.
If more space is needed, please complete on a separate page and attach.

1. Name and address of firm:

Covington & Burling LLP
1201 Pennsylvania Avenue, NW
Washington, DC 20004-2401

2. Date of retention: April 25, 2014

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3. Type of services provided (accounting, legal, etc.):

Legal

4. Brief description of services to be provided:

Representation on regulatory issues before the Federal Communications
Commission and related agencies.

5. Arrangements for compensation (hourly, contingent, etc.):

Hourly

- (a) Average hourly rate (if applicable):

Not applicable

- (b) Estimated average monthly compensation based on prepetition
retention (if firm was employed prepetition):

Not applicable

6. Prepetition Claims against Debtors held by firm:

Amount of claim: \$ Not applicable

Date claim arose: NA

Source of claim: NA

7. Prepetition claims against Debtors held individually by any member, associate or
professional employee of firm:

Name: Not applicable

Status: NA

Amount of claim: NA

Date claim arose: NA

Source of claim: NA

8. Stock of Debtors currently held by firm

Class of shares: NA

No. of shares: NA

9. Stock of Debtors currently held individually by any member, associate or professional employee of firm:

Name: NA

Status: NA

Class of shares: NA

10. Disclose nature and provide a brief description of any interest adverse to Debtors or their estates with respect to matters on which firm is to be employed.

NA

11. Name of individual completing this form:

Gerard J. Waldron